

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 225072

The Registrar of Companies for Scotland hereby certifies that

LIGHT KITS LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, Edinburgh, the 8th November 2001



NSC2250729

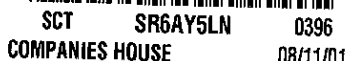


C O M P A N I E S H O U S E

CHFP020

225072

Light Kits Limited



† Please delete as appropriate.

I, ANDREW GRAHAM ALEXANDER WALKER
of 19 AINSLIE PLACE, EDINBURGH EH3 6AU

do solemnly and sincerely declare that I am a † [Solicitor engaged in the formation of the company] [Person named as Director or Secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make the solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Andrew Walker

Declared at EDINBURGH

	Day	Month	Year
On	0 7	1 1	2 0 0 1

(1) Please print name.

before me (1) PAULINE SARA RITCHIE

Signed

Pauline & Richie

Date 07.11.01

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

HENDERSON BOYD JACKSON WS

19 AINSLIE PLACE

EDINBURGH

Tel 0131-226 6881

DX number ED27

DX exchange EDINBURGH

Companies House receipt date barcode

Form revised June 1998

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ
for companies registered in England and Wales

DX 33050 Cardiff

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Please complete in typescript,
or in bold black capitals.

Notes on completion appear on final page

**First directors and secretary and intended situation of
registered office**

225072

Company Name in full

Light Kits Limited



Proposed Registered Office

(PO Box numbers only, are not acceptable)

19 AINSLIE PLACE

Post town

EDINBURGH

County / Region

MIDLOTHIAN

Postcode

EH3 6AU

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

Agent's Name

MESSRS HENDERSON BOYD JACKSON WS

Address

19 AINSLIE PLACE

Post town

EDINBURGH

County / Region

MIDLOTHIAN

Postcode

EH3 6AU

Number of continuation sheets attached

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

HENDERSON BOYD JACKSON WS

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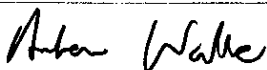
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

NAME	*Style / Title			*Honours etc		
*Voluntary details		Forename(s)				
		Surname				
		HBJ SECRETARIAL LIMITED				
		Previous forename(s)				
		Previous surname(s)				
Address		19 AINSLIE PLACE				
Usual residential address						
For a corporation, give the registered or principal office address.		Post town				
		EDINBURGH				
		County / Region		Postcode		
		MIDLOTHIAN		EH3 6AU		
		Country				
		SCOTLAND				

I consent to act as secretary of the company named on page 1

Consent signature**Date** 07.11.01**Directors** (see notes 1-5)

Please list directors in alphabetical order

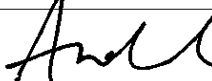
Director, HBJ Secretarial Limited

NAME	*Style / Title			*Honours etc		
Forename(s)						
Surname		HENDERSON BOYD JACKSON LIMITED				
Previous forename(s)						
Previous surname(s)						
Address		19 AINSLIE PLACE				
Usual residential address						
For a corporation, give the registered or principal office address.		Post town				
		EDINBURGH				
		County / Region		Postcode		
		MIDLOTHIAN		EH3 6AU		
		Country				
		SCOTLAND				

Day Month Year

Date of birth**Nationality****Business occupation****Other directorships**

I consent to act as director of the company named on page 1

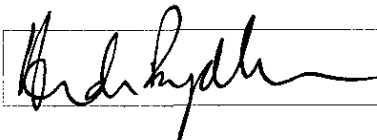
Consent signature**Date** 07.11.01

Director, Henderson Boyd Jackson Limited

Directors (continued)

(see notes 1-5)

NAME	*Style / Title		*Honours etc	
*Voluntary details		Forename(s)		
		Surname		
		Previous forename(s)		
		Previous surname(s)		
Address				
Usual residential address				
For a corporation, give the registered or principal office address.				
		Post town		
		County / Region	Postcode	
		Country		
		Day	Month	Year
Date of birth				
		Nationality		
Business occupation				
Other directorships				
		I consent to act as director of the company named on page 1		
Consent signature				Date

This section must be signed by***Either*****an agent on behalf
of all subscribers****Signed****Date**

07.11.01

Or the subscribers***(i.e. those who signed
as members on the
memorandum of
association).*****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was:**

- dormant,

- a parent company which wholly owned the company making the return.

- a wholly owned subsidiary of the company making the return, or

- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

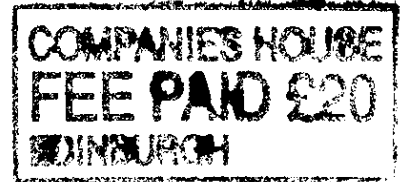
5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

THE COMPANIES ACTS 1985 - 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

Light Kits Limited



225072

1. The Company's name is Light Kits Limited.
2. The Company's registered office is to be situated in Scotland.
3. The Company's objects are:-



- (a) To carry on for profit, directly or indirectly, whether by itself or through subsidiary, associated or allied companies or firms in the United Kingdom or elsewhere in all or any of its branches any business as a general commercial company, undertaking, project or enterprise of any description whether of private or public character and all or any trades, processes and activities connected therewith or ancillary or complimentary thereto.
- (b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
- (c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
- (d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- (e) To acquire or undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- (f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and

privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

- (g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (h) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds to receive money on deposit or loan any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- (i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (k) To apply for, promote and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interest, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (l) To enter into any arrangement with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges and concessions.
- (m) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- (n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all

kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

- (o) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (p) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (r) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (s) To pay all or any expenses incurred in connection with the promotion formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- (t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.
- (u) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to

give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.

- (v) To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- (w) To procure the Company to be registered or recognised in any part of the world.
- (x) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (y) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

- (1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.
 - (2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each sub-clause contained the objects of a separate Company.
 - (3) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.
 - (4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
4. The liability of the Members is limited.
 5. The Company's share capital is £1,000 divided into 1,000 shares of £1 each.

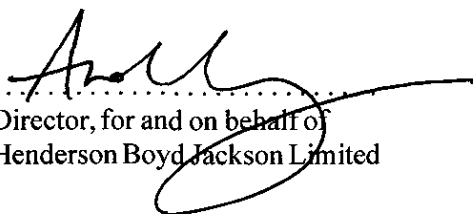
WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

**Names and addresses
of Subscribers**

**Number of shares taken by
each Subscriber**

Henderson Boyd Jackson Limited,
19 Ainslie Place,
Edinburgh EH3 6AU.

ONE


.....
Director, for and on behalf of
Henderson Boyd Jackson Limited

Dated this Seventh day of November 2001.

Witness to the above Signatures:-

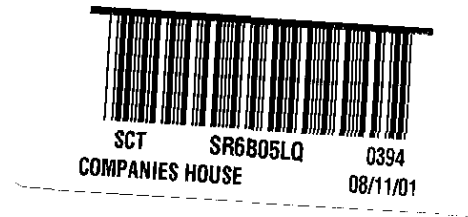
Isla Reid
Corporate Secretarial Assistant
19 Ainslie Place
Edinburgh EH3 6AU.



PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

Light Kits Limited



1. PRELIMINARY

1.1 In these Articles the following words bear the following meanings save where otherwise specified or the context otherwise requires:-

"the Act"	the Companies Act 1985;
"the 1989 Act"	the Companies Act 1989;
"these Articles"	these articles of association of the Company as from time to time altered;
"the Company"	Light Kits Limited; and
"the Statutes"	the Act, the 1989 Act and every other statute (including any orders, regulations or other subordinate legislation made thereunder) for the time being in force concerning companies and affecting the Company.

1.2 In these Articles a reference to any statute or provision of a statute includes a reference to any statutory modification or re-enactment of it for the time being in force.

1.3 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied by these Articles and such regulations (save as so excluded or varied) and these Articles shall be the regulations of the Company.

2. ALLOTMENT OF SHARES

2.1 Subject to the applicable provisions of the Statutes relating to authority, pre-emption rights and otherwise and subject to Articles 2.2 and 2.4 below, all unissued shares in the authorised share capital of the Company from time to time shall be under the control of the directors who may allot, grant options over or otherwise dispose of the same, to such persons, at such times, on such terms and in such manner as they think fit.

2.2 All shares which the directors propose to issue shall first be offered to the members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in general meeting shall by special resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. In the event that any shares are not capable of being offered as aforesaid except by way of fractions then lots shall be drawn, in such manner as the directors shall decide, to determine which members shall be offered such shares. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to those members who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as

the original offer. Thereafter offers shall continue to be made in like terms in the same manner and limited by a like period to those members who continue to accept all of the shares offered to them. Any shares not accepted pursuant to such offer or further offers as aforesaid and any shares released from the provisions of this Article 2.2 by any such special resolution as aforesaid shall be under the control of the directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the members. The foregoing provisions of this Article 2.2 shall have effect subject to Section 80 of the Act.

- 2.3 In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
- 2.4 The directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot relevant securities (within the meaning of Section 80(2) of the Act) of the Company, up to the amount of the authorised share capital of the Company from time to time, at any time or times during the period of five years from the date of incorporation and the directors may, after that period, allot relevant securities (within the meaning of Section 80(2) of the Act) under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by ordinary resolution of the Company in general meeting.

3. SHARES

- 3.1 The lien conferred by Regulation 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 in Table A shall be modified accordingly.
- 3.2 The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

4. GENERAL MEETINGS AND RESOLUTIONS

- 4.1 A notice convening a general meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Regulation 38 in Table A shall be modified accordingly.
- 4.2 All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, and the appointment of, and the fixing of the remuneration of, the auditors.
- 4.3 Every notice convening a general meeting shall comply with the provisions of Section 372 (3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company.

- 4.4 Regulation 40 in Table A shall not apply to the Company. No business shall be transacted at any meeting unless a quorum is present at the time when the meeting proceeds to business. Subject to the provisions of the Statutes applicable where the Company is a single member company, a quorum shall consist of:-
- (a) two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a representative of a corporation which is a member; or
 - (b) one person entitled to vote upon the business to be transacted, being a member or a proxy for a member or a representative of a corporation which is a member, where such member holds more than 50% in nominal value of the entire issued share capital of the Company.
- 4.5 Regulation 41 in Table A shall not apply to the Company. If a quorum is not present within half an hour from the time appointed for a general meeting, or if during such general meeting a quorum ceases to be present, the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor, or if during such meeting a quorum ceases to be present, such adjourned general meeting shall be dissolved.
- 4.6 Any member or members (or their proxies or, in the case of a corporation, their representatives) may participate in a meeting of the Company or of a class of members by conference telephone or similar communications equipment by means of which all the persons participating in the meeting can hear each other at the same time. Participation in a meeting in this manner shall be deemed to be presence in person at the meeting by such member or members (or their proxies or representatives as the case may be).

5. APPOINTMENT OF DIRECTORS

- 5.1 Regulation 64 in Table A shall not apply to the Company. The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution in general meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one. Whensoever the minimum number of directors shall be one, a sole director shall have authority to exercise all the powers and discretions expressed to be vested in the directors generally by Table A and these Articles, and Regulation 89 in Table A shall be modified accordingly.
- 5.2 The directors shall not be required to retire by rotation and Regulations 73 to 80 (inclusive) in Table A shall not apply to the Company.
- 5.3 No person shall be appointed a director at any general meeting unless either:-
- (a) he is recommended by the Directors; or
 - (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the general meeting, notice executed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.
- 5.4 Subject to Article 5.3 above, the Company may by ordinary resolution in general meeting appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.
- 5.5 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the

number of directors to exceed any number determined in accordance with Article 5.1 above as the maximum number of directors and for the time being in force.

6. DIRECTORS POWERS

- 6.1 Unless and to the extent otherwise resolved from time to time by the Company by ordinary resolution in general meeting (which shall be without prejudice to any exercise of such powers previously validly and lawfully made) the directors may exercise all powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities whether outright or as a security for any debt, liability or obligation of the Company or any third party.
- 6.2 Unless and to the extent otherwise resolved from time to time by the Company by ordinary resolution in general meeting (which shall be without prejudice to any exercise of such powers previously validly and lawfully made), the directors may exercise the powers of the Company conferred by Clause 3(t) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.
- 6.3 Regulation 87 in Table A shall not apply to the Company.

7. ALTERNATE DIRECTORS

- 7.1 An alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Regulation 66 in Table A shall be modified accordingly.
- 7.2 A director, or any such other person as is mentioned in Regulation 65 in Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.

8. DISQUALIFICATION OF DIRECTORS

- 8.1 The office of a director shall be vacated if he becomes incapable by reason of illness or *injury of managing and administering his property and affairs*, and Regulation 81 in Table A shall be modified accordingly.

9. PROCEEDINGS OF DIRECTORS

- 9.1 A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly any kind of interest whatsoever and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken in to account in calculating the quorum present at the meeting.

- 9.2 Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company.
- 9.3 Any director or directors (or any alternate director in respect thereof) may participate in a meeting of the Company or of any committee thereof of which they (or, in the case of an alternate director, their appointor) are a member by conference telephone or similar communications equipment by means of which all the persons participating in such meeting can hear each other at the same time. Participation in a meeting in this manner shall be deemed to be presence in person at the meeting by such director or directors (or, where relevant, his/their alternate director).

10. INDEMNITY

- 10.1 Subject to the provisions of and so far as may be consistent with the Statutes, but without prejudice to any indemnity to which such person may otherwise be entitled, every director or other officer of the Company shall be indemnified out of the assets of the Company against all costs, charges, losses, expenses or liabilities which he may sustain or incur in or about the actual or purported execution and/or discharge of the duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties or powers of office, including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, whether civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which decree or judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under and statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.
- 10.2 Subject to the provisions of the Statutes, the directors may purchase and maintain insurance at the expense of the Company for the benefit of the directors or other officers of the Company against liability which attaches to them or loss or expenditure which they incur in relation to anything done or omitted or alleged to have been done or omitted as directors or officers of the Company.
- 10.3 Regulation 118 in Table A shall not apply to the Company.

11. TRANSFER OF SHARES

- 11.1 The directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share whether or not it is a fully paid share, and the first sentence of Regulation 24 in Table A shall not apply to the Company.

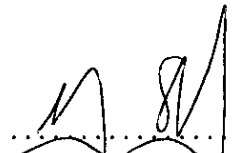
12. SHARE CERTIFICATES

- 12.1 Every share certificate shall be executed on behalf of the Company and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amounts or respective amounts paid up thereon and Regulation 6 in Table A shall be modified accordingly.

**Names and addresses
of Subscribers****Number of shares taken by
each Subscriber**

Henderson Boyd Jackson Limited,
19 Ainslie Place,
Edinburgh EH3 6AU.

ONE


.....
Director, for and on behalf of
Henderson Boyd Jackson Limited

Dated this Seventh day of November 2001

Witness to the above Signatures:-

Isla Reid
Corporate Secretarial Assistant
19 Ainslie Place
Edinburgh EH3 6AU.

